

CRAVATH, SWAINE & MOORE

ONE CHASE MANHATTAN PLAZA

NEW YORK, N. Y. 10005

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DAVID O. BROWNWOOD
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ROBERT F. MULLEN
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MARTIN L. SENZEL
DOUGLAS D. BROADWATER
ALAN C. STEPHENSON
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33 THROGMORTON STREET
LONDON, EC2N 2BR, ENGLAND
TELEPHONE 01-606-1421
TELEX: 8814901

CABLE ADDRESSES
CRAVATH, N. Y.
CRAVATH, PARIS
CRAVATH, LONDON E. C. 2

RECORDATION NO. 9219-A
Filed 1425

MAR 28 1980 - 8 45 AM

0-088A010

INTERSTATE COMMERCE COMMISSION

Date MAR 28 1980

Fee \$ 10.00

ICC Washington, D. C.

March 26, 1980

Railbox Company

Equipment Trust Financing Dated as of June 1, 1979
10.20% Equipment Trust Certificates Series 5

Dear Madam:

Pursuant to 49 U.S.C. § 11303, I enclose herewith on behalf of Railbox Company, for filing and recordation, eight(8) originals of the Bill of Sale dated September 20, 1979, which constitutes a partial release from the Manufacturing Agreement recorded on January 30, 1978, January 11, 1979, February 7, 1979 and July 18, 1979, with the Interstate Commerce Commission as Recordation Nos. 9219, 9219-A, 9219-B and 9219-C, respectively.

The address of the party to the aforementioned Bill of Sale is:

Manufacturer:

ACF Industries, Incorporated
750 Third Avenue
New York, N. Y. 10017

The equipment covered by the aforementioned Bill of Sale is described in Schedule A hereto.

Enclosed is our check for \$10 for the required recordation fee. Please accept for recordation one copy of

RECEIVED
MAR 28 8 41 AM '80
I.C.C.
FEE OPERATION BR.

Thank this well
see
9219-D

Center
Gold
C. Quinlan

the Bill of Sale, stamp the remaining copies with your Recordation No. and return them to the delivering messenger along with your fee receipt, addressed to the undersigned.

Very truly yours,

Laurance V. Goodrich

Laurance V. Goodrich
As Agent for Railbox Company

Agatha L. Mergenovich, Secretary,
Interstate Commerce Commission,
Washington, D. C. 20423

Encls.

BILL OF SALE

SCHEDULE "A"

Two hundred fifty two (252) 50'-6", 70-Ton General
Service Box Cars with 10' Doors, Lettered RBOX and
numbered

33600 and 33601	33698 and 33699	33860 to 33864 Incl.
33604	33702	33866
33607 and 33608	33704	33868 and 33869
33610 to 33614 Incl.	33706	33871 to 33878 Incl.
33616 and 33617	33709	33880 to 33883 Incl.
33623 and 33624	33712 to 33714 Incl.	33887 to 33900 Incl.
33628 to 33630 Incl.	33719	33902 to 33907 Incl.
33632	33724	33909 to 33914 Incl.
33634 to 33641 Incl.	33727	33917 to 33919 Incl.
33644 and 33645	33729 and 33730	33921
33647 and 33648	33732 and 33734	33923
33651 and 33652	33736 and 33737	33925
33654 to 33656 Incl.	33738 and 33739	33928 and 33929
33658	33742 to 33744 Incl.	33933 and 33934
33660 and 33661	33746	33938 to 33940 Incl.
33664 and 33665	33748 to 33761 Incl.	33943
33668	33763 to 33770 Incl.	33946
33670 to 33672 Incl.	33772 to 33784 Incl.	33951 and 33952
33674	33786 to 33833 Incl.	33962
33676	33835	33964
33678 to 33682 Incl.	33837	33981 and 33982
33684	33841	33997
33687 and 33688	33843 to 33854 Incl.	34001
33690 to 33693 Incl.	33856 to 33858 Incl.	

Interstate Commerce Commission
Washington, D.C. 20423

3/28/80

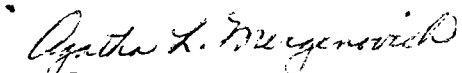
OFFICE OF THE SECRETARY

Laurance M. Goodrich
Cravath, Swaine, & Moore
One Chase Manhattan Plaza
New York, N.Y. 10005

Dear **Sir:**

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on **3/28/80** at **8:45am**, and assigned recordation number(s). **9219-D**

Sincerely yours,


Agatha L. Mergenovich
Secretary

Enclosure(s)

BILL OF SALE

RECORDATION NO. 9219-18 Filed 1425

MAR 28 1980 - 8 45 AM

INTERSTATE COMMERCE COMMISSION

ACF INDUSTRIES, INCORPORATED, a New Jersey corporation (hereinafter called the Manufacturer), in consideration of the sum of One Dollar (\$1.00) and other good and valuable consideration paid by MERCANTILE-SAFE DEPOSIT and TRUST COMPANY, as Trustee (hereinafter called the Trustee), at or before the execution and delivery of these presents, the receipt of which is hereby acknowledged, does hereby grant, bargain, sell, transfer and set over unto the Trustee all right, title and interest of the Manufacturer in and to the units of railroad equipment (hereinafter called the Equipment) listed on Schedule "A" attached hereto and made a part hereof.

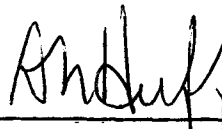
To have and to hold all and singular the Equipment to the Trustee, its successors and assigns, for its and their own use and behoof forever.

The Manufacturer hereby warrants to the Trustee, its successors and assigns, that at the time of delivery of the Equipment to the Trustee, under that certain Equipment Trust Agreement (the "Trust Agreement") dated as of June 1, 1979 between the Trustee and Railbox Company, the Manufacturer had legal title thereto and good and lawful right to sell the same, and title thereto was at the time of such delivery free from all claims, liens, security interests and other encumbrances of any nature except as created by the Trust Agreement and by any Manufacturing Agreement between the Manufacturer and said Railbox Company* with respect to the Equipment, and the Manufacturer hereby releases any security interest retained by it under any such Manufacturing Agreement.

IN WITNESS WHEREOF, the Manufacturer has caused this instrument to be executed in its name by a duly authorized officer and its corporate seal to be hereunto affixed, duly attested, the 20th day of September, 1979.

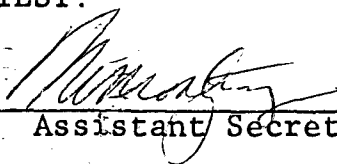
ACF INDUSTRIES, INCORPORATED

By



VICE PRESIDENT

ATTEST:



Assistant Secretary

* recorded on
9219 1/30/78 9:40 a.m.
9219-A 1/11/79 11:30 a.m.
9219-B 2/7/79 10:00 a.m.
9219-C 7/18/79 1:25 p.m.

BILL OF SALE

SCHEDULE "A"

Two hundred fifty two (252) 50'-6", 70-Ton General
Service Box Cars with 10' Doors, Lettered RBOX and
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33600 and 33601	33698 and 33699	33860 to 33864 Incl.
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33678 to 33682 Incl.	33837	33981 and 33982
33684	33841	33997
33687 and 33688	33843 to 33854 Incl.	34001
33690 to 33693 Incl.	33856 to 33858 Incl.	

STATE OF NEW YORK)
COUNTY OF NEW YORK) ss.:

On this 14th day of September, 1979, before me personally appeared A. L. HUFF, to me personally known, who, being by me duly sworn, says that he is Vice President of ACF INDUSTRIES, INCORPORATED, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, and that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Notary Public

EDWIN F. MEYER
NOTARY PUBLIC, State of New York
No. 30-7917803
Qualified in Nassau County
Certificate filed in New York County
Commission Expires March 30, 1980